



***Regional Director's Actions Taken
Under Delegation of Authority***

**For More Information Contact the
Appropriate Regional Director or the Office
of Public and Congressional Affairs
(703) 518-6330**

JULY 1999

Office of Examination and Insurance

| REGION | CHARTER APPLICATIONS | | | SUMMARY OF FOM EXPANSIONS | | | | |
|--------|-----------------------------|--------------------------|----------------------|-------------------------------------|--|-----------------------------------|-------------------------------------|--------------------------|
| | APPLICATIONS DISAPPROVED | APPLICATIONS APPROVED | POTENTIAL MEMBERS | NUMBER OF AMENDMENTS APPROVED | NUMBER OF FCU'S RECEIVING AMENDMENTS | NUMBER OF EXPANSIONS DENIED | POTENTIAL MEMBERSHIP INCREASE | CALENDAR YEAR TO DATE |
| I | 0 | 0 | 0 | 103 | 38 | 0 | 7,774 | 351,899 |
| II | 0 | 0 | 0 | 264 | 105 | 9 | 28,767 | 264,971 |
| III | 0 | 0 | 0 | 297 | 57 | 0 | 32,364 | 257,781 |
| IV | 0 | 0 | 0 | 50 | 47 | 2 | 229,350 | 512,612 |
| V | 0 | 0 | 0 | 100 | 83 | 6 | 20,690 | 510,283 |
| VI | 0 | 0 | 0 | 64 | 56 | 4 | 16,357 | 161,753 |
| TOTALS | 0 | 0 | 0 | 878 | 386 | 21 | 335,302 | 2,059,299 |

| REGION | MERGERS | | | | | | |
|--------|--------------------|-------------------|---------------------|----------------|------------------|--------------------------|----------------------------|
| | NUMBER APPROVED | CONTINUING FED | CONTINUING STATE | MERGING FED | MERGING STATE | ASSETS MERGING FED | ASSETS MERGING STATE |
| I | 4 | 3 | 1 | 4 | 0 | \$9,795,016 | \$0 |
| II | 3 | 2 | 1 | 3 | 0 | \$52,958,461 | \$0 |
| III | 9 | 5 | 4 | 6 | 3 | \$162,702,579 | \$884,333 |
| IV | 5 | 2 | 3 | 2 | 3 | \$38,203,418 | \$2,134,714 |
| V | 2 | 0 | 2 | 0 | 2 | \$0 | \$14,140,833 |
| VI | 4 | 2 | 2 | 2 | 2 | \$3,144,109 | \$671,257 |
| TOTALS | 27 | 14 | 13 | 17 | 10 | \$266,803,583 | \$17,831,137 |

| REGION | CHARTER CONVERSIONS | | INSURANCE APPS FOR SCU's | | INSURANCE CONVERSION - FED TO PRIVATE | |
|--------|---------------------|----------------|--------------------------|---------------------|--|--------------|
| | STATE TO FED | FED TO STATE | # OF APPS APPROVED | AMOUNT OF SHARES | NUMBER | ASSETS |
| I | 0/\$0 | 0/\$0 | 0 | \$0 | 0 | \$0 |
| II | 0/\$0 | 0/\$0 | 0 | \$0 | 0 | \$0 |
| III | 0/\$0 | 0/\$0 | 0 | \$0 | 0 | \$0 |
| IV | 0/\$0 | 0/\$0 | 0 | \$0 | 0 | \$0 |
| V | 0/\$0 | 0/\$0 | 0 | \$0 | 0 | \$0 |
| VI | 0/\$0 | 1/\$83,847,393 | 0 | \$0 | 1 | \$19,098,503 |
| TOTALS | 0/\$0 | 1/\$83,847,393 | 0 | \$0 | 1 | \$19,098,503 |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

CHARTER APPLICATIONS DISAPPROVED

| Region | Date of Disapproval | Name and Location | Potential Members | Sponsor Support | Reason for Rejection |
|--------|---------------------|-------------------|-------------------|-----------------|----------------------|
|--------|---------------------|-------------------|-------------------|-----------------|----------------------|

CHARTER APPLICATIONS APPROVED

| Charter No. | Region | Name and Location | Date of Approval | Potential Members | Sponsor Support |
|-------------|--------|-------------------|------------------|-------------------|-----------------|
|-------------|--------|-------------------|------------------|-------------------|-----------------|

FIELD OF MEMBERSHIP EXPANSIONS (POTENTIAL MEMBERSHIP OF 500 OR MORE)

| Charter No. | Region | Name and Location | Assets | Number of Members | Potential Membership Increase |
|-------------|--------|------------------------------------|-----------|-------------------|-------------------------------|
| 18858 | I | SPC Brooklyn Brooklyn, New York | \$228,602 | 274 | 800 |

Field of Membership: Members and employees of St. Gregory the Great Church in Brooklyn, New York;

| | | | | | |
|-------|---|--|-------------|-------|-----|
| 23865 | I | Syracuse Cooperative Syracuse, New York | \$3,638,875 | 1,071 | 755 |
|-------|---|--|-------------|-------|-----|

Field of Membership: Members of Eastside Youth Soccer, Inc. in Syracuse, New York who qualify for membership in accordance with the bylaws in effect on June 1, 1999;

SUMMARY OF FIELD OF MEMBERSHIP EXPANSIONS

| | Current Month | YTD |
|--|---------------|---------|
| Number of Amendments Approved | 103 | 1036 |
| Number of Federal Credit Unions Receiving Expansions | 38 | 157 |
| Potential Membership Increase | 7,774 | 351,899 |
| Number of FCU Requests Deferred | 17 | 179 |
| Number of FCU Requests Denied | 0 | 1 |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

FIELD OF MEMBERSHIP EXPANSIONS (POTENTIAL MEMBERSHIP OF 500 OR MORE)

| Charter No. | Region | Name and Location | Assets | Number of Members | Potential Membership Increase |
|---|---------------|--|---------------|--------------------------|--------------------------------------|
| 6081 | II | Erie County Erie, PA | \$3,317,034 | 861 | 600 |
| Field of Membership: Reservists who work at the Naval and Marine Corps Reserve Center in Erie, PA; | | | | | |
| 5571 | II | Washington Telephone Kensington, MD | \$168,912,508 | 32,746 | 533 |
| Field of Membership: Employees of Computer Based Systems, Inc., who work in or are headquartered in Fairfax, VA; | | | | | |
| 5500 | II | Northwest Herndon, VA | \$635,894,787 | 47,377 | 550 |
| Field of Membership: Employees of Omniplex World Services Corporation who work in McLean, VA; | | | | | |
| 20042 | II | Franklin Mint Broomall, PA | \$190,159,162 | 39,542 | 505 |
| Field of Membership: Employees of Interboro School District who work in Prospect Park, PA; | | | | | |
| 8110 | II | New Cumberland New Cumberland, PA | \$38,794,290 | 10,164 | 861 |
| Field of Membership: Employees and active voting members of James A. Danner Veterans of Foreign Affairs, Post No. 537, located in Etters, PA. who qualify for membership in accordance with its bylaws in effect November 17, 1970; | | | | | |
| 1310 | II | Atlantic Employees Newtown Square, PA | \$181,565,179 | 27,209 | 500 |
| Field of Membership: Employees of The Camera Shop, Inc., who work in or are headquartered from Broomall, Pennsylvania; | | | | | |
| 5631 | II | Energy Rockville, MD | \$73,804,879 | 18,760 | 1,566 |
| Field of Membership: Employees of Wackenhut Services, Inc., who work in or are supervised from Camp Springs, Maryland or Washington, DC; | | | | | |
| 6665 | II | Ethicon Employees Bridgewater, NJ | \$248,668,405 | 30,254 | 1,000 |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

Field of Membership: Employees of DePuy, a wholly-owned subsidiary of Johnson & Johnson Company who work in Warsaw, IN;

| | | | | |
|-----|----|----------------------------|---------|-------|
| 227 | II | Pentagon Alexandria, VA | 405,352 | 2,291 |
|-----|----|----------------------------|---------|-------|

Field of Membership: Employees of the Anteon Corporation who work in or are paid from Fairfax, VA;

| | | | | | |
|------|----|---------------------------------------|---------------|--------|-----|
| 8550 | II | MATCOM Aberdeen Proving Ground, MD | \$123,569,899 | 16,336 | 959 |
|------|----|---------------------------------------|---------------|--------|-----|

Field of Membership: Employees and physicians of Harford Memorial Hospital, Inc., who work in Havre de Grace, MD;

| | | | | | |
|-------|----|---------------------------------------|--------------|--------|-------|
| 12679 | II | ABCO Public Employees Rancocas, NJ | \$73,458,029 | 26,106 | 1,026 |
|-------|----|---------------------------------------|--------------|--------|-------|

Field of Membership: Employees of CVS Pharmacy Lumberton Distribution Center who work in Lumberton, NJ;

| | | | | | |
|-----|----|--------------------------------|---------------|--------|-------|
| 477 | II | The Atlantic Kenilworth, NJ | \$172,465,124 | 23,726 | 1,700 |
|-----|----|--------------------------------|---------------|--------|-------|

Field of Membership: Employees of Professional Employer Group Services, LLC who work in or are paid from Freehold, NJ (+700); Employees of Weeks Marine, Inc., who work in or are paid from Cranford, NJ (+1000);

| | | | | | |
|-------|----|-------------------------|---------------|--------|-----|
| 22637 | II | SB1 Philadelphia, PA | \$164,373,746 | 29,366 | 750 |
|-------|----|-------------------------|---------------|--------|-----|

Field of Membership: Employees of Kelly Scientific Resources who work in or are paid from Blue Bell, Pennsylvania;

| | | | | | |
|-------|----|--------------------------|--------------|-------|-------|
| 21413 | II | Timberland DuBois, PA | \$22,976,749 | 6,890 | 1,050 |
|-------|----|--------------------------|--------------|-------|-------|

Field of Membership: Employees of Wal-Mart Distribution Center 6027, who work in Woodland, PA;

| | | | | | |
|------|----|------------------------------------|---------------|--------|-------|
| 1394 | II | Paragon Washington Township, NJ | \$241,762,275 | 48,688 | 2,200 |
|------|----|------------------------------------|---------------|--------|-------|

Field of Membership: Employees of JVC Americas Corp. who work in or are paid from Wayne, NJ (+700); Employees of Compensation Solutions, Inc., who work in or are paid from Oakland, NJ (+1,500);

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

SUMMARY OF FIELD OF MEMBERSHIP EXPANSIONS

| | Current Month | YTD |
|--|----------------------|------------|
| Number of Amendments Approved | 264 | 2,242 |
| Number of Federal Credit Unions Receiving Expansions | 105 | 272 |
| Potential Membership Increase | 28,767 | 264,971 |
| Number of FCU Requests Denied | 9 | 83 |
| Number of FCU Requests Delayed | 33 | 375 |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

FIELD OF MEMBERSHIP EXPANSIONS (POTENTIAL MEMBERSHIP OF 500 OR MORE)

| Charter No. | Region | Name and Location | Assets | Number of Members | Potential Membership Increase |
|--|---------------|--|---------------|--------------------------|--------------------------------------|
| 00185 | III | Tropical Miami, FL | \$424,017,535 | 82,713 | 934 |
| Field of Membership: Employees of Service America Network, Inc., who are paid from Deerfield Beach, Florida. | | | | | |
| 00196 | III | GTE Tampa, FL | \$709,573,084 | 134 | 500 |
| Field of Membership: Employees of Human Resources, Inc., who work in or are paid from St. Petersburg, Florida. | | | | | |
| 00383 | III | Georgia Power Atlanta, GA | \$41,879,769 | 7,930 | 1,000 |
| Field of Membership: Employees of Strategic Outsourcing, Inc., who work in Atlanta, Georgia | | | | | |
| 00831 | III | First Coast Jacksonville, FL | \$7,127,626 | 2,192 | 1,800 |
| Field of Membership: Voting members of the National Retirees Council, Inc., who live in Baker, Clay, Duval, or St. John's County, Florida. | | | | | |
| 01520 | III | Tennessee Valley Chattanooga, TN | \$286,503,410 | 66,849 | 2,315 |
| Field of Membership: Employees of Synthetic Industries, Inc., who work in or are paid from Chickamauga, Georgia. | | | | | |
| 01600 | III | American Bell Shreveport, LA | \$11,528,434 | 3,170 | 742 |
| Field of Membership: Employees of Ticket Master Direct who work in Shreveport, Louisiana. | | | | | |
| 01976 | III | Central Florida Educators Orlando, FL | \$471,739,284 | 112,033 | 2,000 |
| Field of Membership: Employees of ACH Corporation of America who work in or are paid from Maitland, Florida. | | | | | |
| 08232 | III | Freedom Rocky Mount, NC | \$28,747,849 | 10,677 | 1,180 |
| Field of Membership: Employees of Americal Corporation who work in or are paid from Henderson, North Carolina. | | | | | |
| 09331 | III | Robins Warner Robins, GA | \$485,502,756 | 113,299 | 540 |
| Field of Membership: Employees of Southeast Administrative Services, Inc., who work in, are paid from or supervised from Warner Robins, Georgia. | | | | | |
| 10920 | III | Arkansas Jacksonville, FL | \$250,798,656 | 49,931 | 1,650 |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

Field of Membership: Employees of Stephen L. LaFrance Pharmacy, Inc., who work in or are paid from Pine Bluff, Arkansas.

| | | | | | |
|-------|-----|---|---------------|--------|-------|
| 19659 | III | IBM Southeast Employees Boca Raton, FL | \$375,843,080 | 47,914 | 2,100 |
|-------|-----|---|---------------|--------|-------|

Field of Membership: Employees of Careers USA who are paid from Boca Raton, Florida.

| | | | | | |
|-------|-----|------------------------------|-----------------|---------|-----|
| 23042 | III | Suncoast Schols Tampa, FL | \$2,059,740,276 | 225,829 | 745 |
|-------|-----|------------------------------|-----------------|---------|-----|

Field of Membership: Employees of Southern Resource Services, Inc., who are paid from Fort Myers, Florida.

| | | | | | |
|-------|-----|-----------------------------------|---------------|--------|-----|
| 24534 | III | America's First Birmingham, AL | \$360,078,121 | 93,648 | 585 |
|-------|-----|-----------------------------------|---------------|--------|-----|

Field of Membership: Employees of Nichols TXEN, Inc., who work in or are paid from Birmingham, Alabama.

SUMMARY OF FIELD OF MEMBERSHIP EXPANSIONS

| | Current Month | YTD |
|--|---------------|---------|
| Number of Amendments Approved | 297 | 2,771 |
| Number of Federal Credit Unions Receiving Expansions | 57 | 252 |
| Potential Membership Increase | 32,364 | 257,781 |
| Number of FCU Requests Denied | 0 | 32 |
| Number of FCU Requests Deferred | 50 | 352 |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

FIELD OF MEMBERSHIP EXPANSIONS (POTENTIAL MEMBERSHIP OF 500 OR MORE)

| Charter No. | Region | Name and Location | Assets | Number of Members | Potential Membership Increase |
|--|--------|---|-------------|-------------------|-------------------------------|
| 10827 | IV | Indiana University Employees Bloomington, IN | 338,036,103 | 58,470 | 2,075 |
| Field of Membership: Students attending Ivy Tech State College in Bloomington, Indiana. | | | | | |
| 1278 | IV | Hambuco Fairfield, OH | 53,701,400 | 11,538 | 2,000 |
| Field of Membership: Registered students attending Fairfield Senior High School in Fairfield, Ohio. | | | | | |
| 1278 | IV | Hambuco Fairfield, OH | 53,701,400 | 11,538 | 892 |
| Field of Membership: Registered students attending Edgewood High School in Trenton, Ohio. | | | | | |
| 1278 | IV | Hambuco Fairfield, OH | 53,701,400 | 11,538 | 2,000 |
| Field of Membership: Registered students attending Hamilton High School in Hamilton, Ohio. | | | | | |
| 1202 | IV | T & C Pontiac, MI | 265,666,708 | 67,557 | 1,300 |
| Field of Membership: Employees and contract employees of Powertrain, a General Motors Corporation, who work in Pontiac, Michigan. | | | | | |
| 5431 | IV | Dana Fort Wayne, IN | 128,310,389 | 37,869 | 980 |
| Field of Membership: Employees of Belmont Homes, Incorporated, who work in Belmont, Mississippi. | | | | | |
| 5495 | IV | Glass City Maumee, OH | 78,076,468 | 18,487 | 530 |
| Field of Membership: Members and employees of Local 85, AFL-CIO, in Rossford, Ohio, who qualify for membership in accordance with their constitution and bylaws in effect on July 8, 1999. | | | | | |
| 8594 | IV | Finance Center Indianapolis, IN | 260,202,620 | 62,629 | 1,997 |
| Field of Membership: Members of the American Legion Robert E. Kennington Post #34, in Indianapolis, Indiana, who qualify for membership in accordance in accordance with the association's constitution and bylaws as of July 7, 1999. | | | | | |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

| | | | | | |
|---|----|---------------------------------------|-------------|--------|---------|
| 8594 | IV | Finance Center Indianapolis, IN | 260,202,620 | 62,629 | 800 |
| Field of Membership: Members of the Lawrence United Methodist Church in Indianapolis, Indiana. | | | | | |
| 16431 | IV | USA Troy, MI | 382,613,738 | 61,080 | 1,000 |
| Field of Membership: Employees of Safeguard Business Systems, Incorporated, who work in or are paid from Fort Washington, Pennsylvania. | | | | | |
| 1682 | IV | Evansville Teachers Evansville, IN | 243,997,621 | 31,999 | 780 |
| Field of Membership: Employees of Berry Plastics Corporation, who work in or are supervised from Evansville, Indiana. | | | | | |
| Community Expansions or Community Conversions approved this month | | | | | |
| 13794 | IV | Medina County Wadsworth, OH | 20,824,282 | 4,969 | 116,354 |
| Field of Membership: (Community Conversion approved 7/15/99) Persons who live, work, or worship, attend school in, and businesses and other legal entitites located in Medina County, Ohio; Members of record of this credit union as of the July 15, 1999, date of conversion to a community field of membership. | | | | | |
| 21331 | IV | Cavalier Warren, OH | 12,463,379 | 3,293 | 9,661 |
| Field of Membership: (Community Conversion approved 7/8/99) Persons who reside, work, or worship, attend school, and businesses and other legal entitites located in the community area consisting of the Village of Lordstown, the City of Newton Falls, and New Township, in Trumbull County, Ohio; Members of record of this credit union as of the July 8, 1999, date of conversion to a community field of membership. | | | | | |
| 2051 | IV | La Porte Community La Porte, IN | 17,292,704 | 5,199 | 80,360 |
| Field of Membership: (Community Expansion approved 7/2/99) Persons who live, work, worship or attend school in, and businesses and other legal entities in La Porte County, Indiana; Members of record of this credit union as of July 2, 1999, the date of this community charter expansion. | | | | | |

SUMMARY OF FIELD OF MEMBERSHIP EXPANSIONS

| | Current Month | YTD |
|--|---------------|---------|
| Number of Amendments Approved | 50 | 492 |
| Number of Federal Credit Unions Receiving Expansions | 47 | 167 |
| Number of Potential Members Added | 229,150 | 512,412 |
| Number of FCU Requests Denied | 2 | 21 |
| Number of FCU Requests Deferred | 4 | 110 |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

FIELD OF MEMBERSHIP EXPANSIONS (POTENTIAL MEMBERSHIP OF 500 OR MORE)

| Charter No. | Region | Name and Location | Assets | Number of Members | Potential Membership Increase |
|--|---------------|--------------------------------------|---------------|--------------------------|--------------------------------------|
| 1332 | V | Vought Heritage Grand Prairie, TX | \$297,054,356 | 50,513 | 1,200 |
| Field of Membership Addition: employees and voting members of the Northeast Tarrant County Board of Realtors, Inc. who qualify for membership in accordance with its charter and bylaws in effect on July 12, 1999. | | | | | |
| 2847 | V | Denver Police Denver, CO | \$71,781,206 | 7,231 | 800 |
| Field of Membership Addition: employees of the Denver Sheriff Department who work in Denver, Colorado. | | | | | |
| 7530 | V | Luke Phoenix, AZ | \$180,689,238 | 32,853 | 2,356 |
| Field of Membership Addition: employees and voting members of the Disabled American Veterans, Glendale Chapter 20, who qualify for membership in accordance with its charter and bylaws in effect on July 16, 1999. | | | | | |
| 7531 | V | Hughes Tucson, AZ | \$207,188,762 | 27,911 | 747 |
| Field of Membership Addition: members of the Countryside Community Club in Tucson, Arizona who qualify for membership in accordance with its charter and bylaws in effect on July 2, 1999 and the entity. | | | | | |
| 8243 | V | U of C Boulder, CO | \$292,420,253 | 57,024 | 2,690 |
| Field of Membership Addition: dues-paying members of the University of Colorado Health Science Center Alumni Association residing in the city of Denver, Colorado who qualify for membership in accordance with its charter and bylaws in effect on July 21, 1999. | | | | | |
| 21336 | V | Johns Manville Denver, CO | \$40,624,229 | 5,826 | 700 |
| Field of Membership Addition: employees of First Trust Corporation who are supervised from Denver, Colorado. | | | | | |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

| | | | | | |
|-------|---|-----------------|---------------|--------|-------|
| 24297 | V | US | \$303,691,296 | 70,353 | 2,300 |
| | | Bloomington, MN | | | |

Field of Membership Addition: employees and general, part-time practitioner, retired, non-practicing, and college faculty members of the Minnesota Chiropractic Association in St. Paul, Minnesota who qualify for membership in accordance with its charter and bylaws in effect on July 23, 1999; and employees of Ames Construction who are paid or supervised from Burnsville, Minnesota.

SUMMARY OF FIELD OF MEMBERSHIP EXPANSIONS

| | Current Month | YTD |
|--|---------------|---------|
| Number of Amendments Approved | 99 | 744 |
| Number of Federal Credit Unions Receiving Expansions | 79 | 585 |
| Potential Membership Increase | 17,895 | 528,178 |
| Number of FCU Requests Denied | 8 | 44 |
| Number of FCU Requests Delayed | 21 | 297 |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

FIELD OF MEMBERSHIP EXPANSIONS (POTENTIAL MEMBERSHIP OF 500 OR MORE)

| Charter No. | Region | Name and Location | Assets | Number of Members | Potential Membership Increase |
|---|--------|--|-----------------|-------------------|-------------------------------|
| 5913 | VI | Alaska USA Anchorage, AK | \$1,483,186,123 | 209,043 | 874 |
| Field of Membership: Voting members of Pioneers of Alaska, Igloo #15 in Anchorage, Alaska who qualify for membership in accordance with their charter and bylaws in effect on July 13, 1999; employees of Pioneers of Alaska, Igloo #15 who work in Anchorage, Alaska | | | | | |
| 4142 | VI | Hughes Aircraft Employees Manhattan Beach, CA | \$1,842,035,216 | 172,103 | 526 |
| Field of Membership: Employees and independents agents of RE/MAX Beach Cities Realty who work in or are supervised from Manhattan Beach, California | | | | | |
| 3986 | VI | North Island San Diego, CA | \$779,214,130 | 117,828 | 1,284 |
| Field of Membership: Voting members of the East County Regional Chamber of Commerce in El Cajon, California who qualify for membership in accordance with their charter and bylaws in effect on July 23, 1999; employees of the East County Regional Chamber of Commerce who work in El Cajon, California | | | | | |
| 3986 | VI | North Island San Diego, CA | \$779,214,130 | 117,828 | 1,200 |
| Field of Membership: Voting members of the 7-Eleven Franchise Owners Association, San Diego in San Diego, California who qualify for membership in accordance with their charter and bylaws in effect on July 23, 1999 | | | | | |
| 3986 | VI | North Island San Diego, CA | \$779,214,130 | 117,828 | 1,800 |
| Field of Membership: Members of the Friends of Chabad Lubavitch, San Diego who worship in San Diego, Poway, Carlsbad, or Del Mar, California | | | | | |
| 6573 | VI | Nevada Las Vegas, NV | \$499,653,825 | 76,690 | 2,500 |
| Field of Membership: Employees of the Reno Hilton Hotel and Casino who work in Reno, Nevada | | | | | |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

SUMMARY OF FIELD OF MEMBERSHIP EXPANSIONS

| | Current Month | YTD |
|--|---------------|----------|
| Number of Amendments Approved | 64 | 581* |
| Number of Federal Credit Unions Receiving Expansions | 56 | 178 |
| Potential Membership Increase | 16,357 | 161,753* |
| Number of FCU Requests Denied | 4 | 78 |
| Number of FCU Requests Deferred | 18 | 173 |

; removal of one group (30 potential increase) added in error week ending 2/5/99.

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

MERGERS APPROVED

| Continuing Charter/ Insurance No. | Region | Name & Location of Continuing CU | Continuing CU Assets | Merging Charter/ Insurance No. | Name & Location of Merging CU | Merging CU Assets | Reason for Merger |
|--|---------------|---|---------------------------------|---|--|------------------------------|------------------------------|
| 67352 | I | Jeanne D'Arc Lowell, MA | \$201,290,617 | 21976 | Colonial Gas Employees Lowell, MA | \$3,379,941 | Sponsor Restructuring |
| Continuing Field of Membership: (state-chartered) Persons who live or work in Lowell, Massachusetts or its suburbs. Merging Field of Membership: Employees of the Colonial Gas Company and of its subsidiary, Transgas, Inc., who work in Massachusetts, except employees of the Cape Cod Division of Colonial Gas Company who are paid from Hyanis or Yarmouth, Massachusetts. | | | | | | | |
| 3633 | I | People's Alliance Hauppauge, NY | \$128,597,180 | 22830 | LICH Brooklyn, NY | \$3,736,169 | Insolvency of MCU |
| Continuing Field of Membership: Employees of Pan American World Airways, Inc. who work in or are paid from New York, NY; and many other employee and associational groups. Merging Field of Membership: Employees, doctors, medical staff and technicians of the Long Island College Hospital who work in Brooklyn, New York; volunteers who work at the above hospital under the supervision of the hospital staff; members and associate members of the Board of Regents of the Long Island College Hospital in Brooklyn, New York. | | | | | | | |
| 21125 | I | Captree Huntington, NY | \$1,327,365 | 7732 | King Solomon Brooklyn, NY | \$422,493 | Abandonment of officials |
| Continuing Field of Membership: Regular members of various Knights of Pythias Lodges in the State of New York and other multiple groups. Merging Field of Membership: Members of King Solomon Lodge No. 514, Knights of Pythias in New York, New York. | | | | | | | |
| 23521 | I | Digital Maynard, MA | \$818,677,042 | 12485 | Twinbrook Waltham, MA | \$2,256,413 | Relocation of Sponsor |
| Continuing Field of Membership: Directors and employees of the Compaq Corporation, Intel Corporation, or Cabletron Systems who work in the United States or Puerto Rico, at locations formerly owned by Digital Equipment Corporation, except foreign nationals at foreign locations, and many other employee groups. Merging Field of Membership: Employees of Boston Manufacturers Mutual Insurance Company, Mutual Boiler & Machinery Insurance Company, Middlesex Mutual Building Trust, and Hobbs Brook Agency, Inc. who work in or or paid from Waltham, Massachusetts. | | | | | | | |

MERGERS APPROVED - CONTINUE

| Continuing Charter/ Insurance No. | Region | Name & Location of Continuing CU | Continuing CU Assets | Merging Charter/ Insurance No. | Name & Location of Merging CU | Merging CU Assets | Reason for Merger |
|--|---------------|---|---------------------------------|---|--|------------------------------|------------------------------|
|--|---------------|---|---------------------------------|---|--|------------------------------|------------------------------|

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

| | | | | | | | |
|-------|----|------------------------------------|---------------|-------|-----------------------------------|--------------|------------------|
| 60275 | II | Educational CU Philadelphia, PA | \$100,047,573 | 24455 | The Freedom FCU Warminster, PA | \$48,528,375 | Voluntary Merger |
|-------|----|------------------------------------|---------------|-------|-----------------------------------|--------------|------------------|

Continuing FOM: N/A state-chartered.

Merging FOM: Multiple common bond - Employees of the Bailey/Fischer & Porter Company who work in or are paid from Warminster, Pennsylvania; several select employee groups;

| | | | | | | | |
|-------|----|----------------------------------|---------------|-------|--------------------------------------|-------------|-------------------------------------|
| 13121 | II | Sussex County FCU Seaford, DE | \$115,377,805 | 24138 | Delmarva Fife FCU Bridgeville, DE | \$2,385,593 | Emergency Merger Cash Assistance |
|-------|----|----------------------------------|---------------|-------|--------------------------------------|-------------|-------------------------------------|

Continuing FOM: Community common bond - Persons who live in Sussex County and the City of Milford, Delaware; persons who regularly work, worship, go to school, perform volunteer services or participate in associations headquartered in the above area; persons participating in programs to alleviate poverty or distress which are located in the above area; incorporated and unincorporated organizations located in the above area or maintaining a facility in the above area

Merging FOM: Multiple common bond - Employees of regular and associate members of The American Institute of Fellows in Free Enterprise in Houston, Delaware, who qualify for membership in accordance with its constitution and bylaws as of the date of this charter; employees of Beebe Medical Center in Lewes, DE;

| | | | | | | | |
|------|----|----------------------------|------------------|------|-----------------------------|-------------|-------------|
| 5536 | II | Navy FCU Merrifield, VA | \$11,106,249,229 | 6137 | NOPE FCU New Orleans, LA | \$2,044,493 | Common Bond |
|------|----|----------------------------|------------------|------|-----------------------------|-------------|-------------|

Continuing FOM: Single common bond - serving military and civilian employees of the U. S. Navy and Department of Defense internationally;

Merging FOM: Single common bond - serving military and civilian personnel of the federal agencies housed and employed at 4400 Dauphine Street, New Orleans, LA (run by the US Navy and is designated as the Naval Support Activity in New Orleans, LA.)

MERGERS APPROVED - CONTINUE

| Continuing Charter/ Insurance No. | Region | Name & Location of Continuing CU | Continuing CU Assets | Merging Charter/ Insurance No. | Name & Location of Merging CU | Merging CU Assets | Reason for Merger |
|---|--------|---------------------------------------|-------------------------|--------------------------------------|-----------------------------------|----------------------|----------------------|
| 17642 | III | Army Aviation Center Daleville, AL | \$325,704,099 | 12017 | Mannor Slacks Bay Minnette, AL | \$106,174 | Emergency Merger |

Continuing Field of Membership: Civilian and military personnel of the U.S. Government who work at, are stationed at or assigned to organizational elements of Ft. Rucker, Alabama, and approximately 145 select groups in the Daleville, Alabama area.

Merging Field of Membership: Employees of Mannor Corporation who work in Bay Minette, Alabama.

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

| | | | | | | | |
|--|-----|---|---------------|-------|--|---------------|---------------------------|
| 19853 | III | Jefferson County Louisville, KY | \$38,479,820 | 62526 | A.A.F. Employees Louisville, KY | \$250,948 | Emergency Merger |
| Continuing Field of Membership: Multiple Common bond: Employees of the state of Kentucky and approximately 125 select groups in the Louisville, Kentucky area. Merging Field of Membership: Single Common Bond: Employees of American Air Filter, Inc., who work in Louisville, Kentucky. | | | | | | | |
| 60919 | III | South Carolina State Columbia, SC | \$193,649,747 | 60811 | The R.L. Bryan Employees Columbia, SC | \$358,494 | Manager Leaving |
| Continuing Field of Membership: Members of the S.C. State Employees' Association, and other select groups in the Columbia, South Carolina area. Merging Field of Membership: Employees of the R. L. Bryan Company who work in Columbia, South Carolina. | | | | | | | |
| 63015 | III | Texaco CU of New Orleans New Orleans, LA | \$7,453,302 | 61789 | Erath Unit Employees Erath, LA | \$274,891 | No Growth Potential |
| Continuing Field of Membership: Single Common Bond: Employees of Comptroller's, Legal and Producing Depts. of Texaco, Inc., Southeast, U.S., and the Sales Departments within the State of Louisiana. Merging Field of Membership: Siingle common bond: Employees of Texaco's Henry Gas Processing Plant and Gas Pipe Lines, Western Division and the Henry Gas Processing Plant Office in Louisiana. | | | | | | | |
| 23541 | III | Kentucky Telco Louisville, KY | \$86,841,130 | 20929 | Blue Grass Louisville, KY | \$1,931,101 | Expanded services |
| Continuing Field of Membership: Multiple common bond: Employees of well over 100 select groups in the Louisville, Kentucky area. Merging Field of Membership: Multiple common bond: Employees of Signet Systems, Inc., who work in Harrodsburg, Kentucky and two select groups in that area. | | | | | | | |
| 67295 | III | Seaboard Employees Jacksonville, FL | \$112,300,432 | 12186 | Jax Columbian Jacksonville, FL | \$602,731 | Expanded services |
| Continuing Field of Membership: Employees of the CSX Corporation and affiliated transportation companies in the State of Florida; employees of other select groups in the Jacksonville, Florida area. Merging Field of Membership: Members of nine different councils of the Knights of Columbus in Jacksonville, Florida. | | | | | | | |
| 67344 | III | United Employees of Florida Leesburg, FL | \$35,519,042 | 410 | Bell Tel Orlando, FL | \$157,780,455 | Expanded services |
| Continuing Field of Membership: Employees of Sprint Corporation and 30 select groups in the Leesburg, Florida area. Merging Field of Membership: Employees of Bell South Corporation, AT&T and Lucent Technologies and 52 select groups in the Orlando, Florida area. | | | | | | | |
| 24484 | III | Upstate Anderson, SC | \$10,741,421 | 22184 | SPEC Honea Path, SC | \$1,327,935 | Loss of sponsor |
| Continuing Field of Membership: Employees of Springs Industries and its subsidiaries and 15 select groups who work in Anderson or Honea Path, South Carolina. Merging Field of Membership: Employees of Torrington Company who work in Honea Path, South Carolina. | | | | | | | |
| 5974 | III | Southern Security Memphis, TN | \$62,385,825 | 11808 | Memphis Buckeye Memphis, TN | \$954,183 | Manager retiring |
| Continuing Field of Membership: Multiple Common Bond: Employees of approximately 315 select groups in the Memphis, Tennessee area. Merging Field of Membership: Employees of Buckeye Technologies, Inc., who work in Memphis, Tennessee. | | | | | | | |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

MERGERS APPROVED - CONTINUE

| Continuing Charter/ Insurance No. | Region | Name & Location of Continuing CU | Continuing CU Assets | Merging Charter/ Insurance No. | Name & Location of Merging CU | Merging CU Assets | Reason for Merger |
|--|--------|----------------------------------|-------------------------|--------------------------------------|---------------------------------------|----------------------|------------------------|
| 4968 | IV | Bayer Elkhart, IN | 115,537,727 | 3183 | Michiana Mishawaka, IN | 37,360,003 | Expanded services |
| Continuing Field of Membership: Employees of Bayer, Inc., and numerous select employee groups. Merging Field of Membership: Employees of Uniroyal, and various select employee groups. | | | | | | | |
| 2005 | IV | First United Grandville, MI | 17,964,571 | 62025 | Southwest Grandville, MI | 1,454,192 | Supervisory concerns |
| Continuing Field of Membership: Employees of Delta Properties, and of Delta Properties tenants in Grand Rapids and Lansing, Michigan; employees and members of several catholic parishes in Kent County; and various select groups in Grand Rapids, Michigan. Merging Field of Membership: Registered members and employees of four catholic parishes in the Grand Rapids, Michigan, area. | | | | | | | |
| 61503 | IV | E & A Marysville, MI | 117,382,488 | 62023 | St. Mary's Parish Port Sanilac, MI | 167,414 | Operating deficiencies |
| Continuing Field of Membership: Employees, retirees, students, and members of groups located in St. Clair and Sanilac Counties, Michigan. Merging Field of Membership: Members of St. Mary's Parish in Port Sanilac, Michigan, and their families. | | | | | | | |
| 62739 | IV | First Financial Detroit, MI | 27,810,516 | 61443 | St. John Presbyterian Detroit, MI | 513,108 | Expanded services |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

Continuing Field of Membership: Employees of breweries, wineries and soft drink producing establishments located in Macomb, Oakland, and Wayne Counties of Michigan and their subsidiaries; in addition to several select employees groups in Wayne County, Michigan.
Merging Field of Membership: Members of St. John Presbyterian Church in Detroit, Michigan.

| | | | | | | | |
|-------|----|--------------------------|------------|------|-----------------------|---------|-------------------|
| 60952 | IV | Big Bear Columbus, OH | 34,308,843 | 2865 | NECCO Columbus, OH | 843,415 | Expanded services |
|-------|----|--------------------------|------------|------|-----------------------|---------|-------------------|

Continuing Field of Membership: Employees of Big Bear Grocery Chain and subsidiaries in Columbus, Ohio.
Merging Field of Membership: Employees of McGraw-Edison Company who work in or are supervised from Columbus, Ohio, except those who work in Harland, Kentucky, Detroit, Michigan, or Bluefield, West Virginia.

MERGERS APPROVED - CONTINUE

| Continuing Charter/ Insurance No. | Region | Name & Location of Continuing CU | Continuing CU Assets | Merging Charter/ Insurance No. | Name & Location of Merging CU | Merging CU Assets | Reason for Merger |
|---|--------|----------------------------------|-------------------------|--------------------------------------|---------------------------------------|----------------------|----------------------------|
| 67686 | V | St. Joseph's San Antonio, TX | \$29,171,946 | 63049 | Red Arrow-American San Antonio, TX | \$3,203,060 | Lack of sponsor support |

Continuing Field of Membership: parish members of St. Joseph's Catholic Church in San Antonio, Texas; members of St. Mary's Catholic Church in Fredricksburg, Texas; several small SEGs and the usual.
Merging Field of Membership: employees of Red Arrow Freight Lines; several small SEGs in the local area and the usual.

| | | | | | | | |
|-------|---|--------------------------------|---------------|-------|-------------------------------------|--------------|-------------------------|
| 67927 | V | First Educators Houston, TX | \$166,501,486 | 67981 | Houston Area Central Houston, TX | \$10,937,773 | More/better services |
|-------|---|--------------------------------|---------------|-------|-------------------------------------|--------------|-------------------------|

Continuing Field of Membership: Houston area educators, various groups, and geographic areas.
Merging Field of Membership: community and small businesses in area.

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

MERGERS APPROVED - CONTINUE

| Continuing Charter/ Insurance No. | Region | Name & Location of Continuing CU | Continuing CU Assets | Merging Charter/ Insurance No. | Name & Location of Merging CU | Merging CU Assets | Reason for Merger |
|---|--------|--|----------------------|--------------------------------|---|-------------------|--------------------------|
| 60408 | VI | U.F.C.W. Local 1288 Fresno, CA | \$60,969,493 | 64675 | Spreckels District 4 Mendota, CA | \$129,852 | Poor financial condition |
| Continuing Field of Membership: N/A - State Chartered. Merging Field of Membership: N/A - State Chartered. | | | | | | | |
| 11187 | VI | Careconnections Burbank, CA | \$15,206,555 | 17662 | SGVMC San Gabriel, CA | \$470,314 | Lack of sponsor support |
| Continuing Field of Membership: Employees of Unihealth Foundation and various groups. Merging Field of Membership: Medical staff and employees of San Gabriel Valley Medical Center who work in San Gabriel, California; employees of Valley Vista Hospital who work in San Gabriel, California. | | | | | | | |
| 1717 | VI | Hawaiian Tel Honolulu, HI | \$157,068,285 | 16057 | Star Markets Honolulu, HI | \$2,673,795 | More/better services |
| Continuing Field of Membership: Persons who live, worship, work in, or go to school in and businesses and other legal entities located on the Island of Oahu, Hawaii. Merging Field of Membership: Employees of Star Super Markets who work on Oahu, Hawaii. | | | | | | | |
| 65113 | VI | Monterey County Employees Salinas, CA | \$9,319,116 | 61767 | Monterey-San Benito Grange Salinas, CA | \$541,405 | Lack of growth |
| Continuing Field of Membership: Employees of Monterey County, California Merging Field of Membership: Members of the Monterey-San Benito Grange located in Salinas, California. | | | | | | | |

REGIONAL OFFICE SUMMARY OF ACTIONS UNDER DELEGATED AUTHORITY - July 31, 1999

CHARTER CONVERSIONS - FEDERAL TO STATE

| Charter Insurance No. | Region | Name and Location | Assets | Reasons |
|--------------------------|--------|-------------------|--------|---------|
|--------------------------|--------|-------------------|--------|---------|

INSURANCE APPLICATIONS APPROVED FOR STATE-CHARTERED CREDIT UNIONS

| Certificate No. | Region | Name and Location | Date Insured | Shares |
|-----------------|--------|-------------------|--------------|--------|
|-----------------|--------|-------------------|--------------|--------|

INSURANCE CONVERSIONS - FEDERAL TO PRIVATE

| Certificate No. | Region | Name and Location | Date of Action | Assets | Other Insurance |
|-----------------|--------|-------------------------------------|----------------|--------------|-----------------|
| 01035/97070 | VI | Media City Community Burbank, CA | 6/30/1999 | \$19,098,503 | ASI |

CHARTER CONVERSIONS - STATE TO FEDERAL

| Charter Insurance No. | Region | Name and Location | Assets | Reasons |
|--------------------------|--------|-------------------|--------|---------|
|--------------------------|--------|-------------------|--------|---------|